

**DECLARATION
AND POWER OF ATTORNEY
Utility Application**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled **APPARATUS AND METHOD FOR CONNECTING A CELLULAR TELEPHONE TO A UNIVERSAL SERIAL BUS** the specification of which

(Check One) ☒ is attached hereto OR
☐ was filed on _____ as United States Application Serial No. 2345678 or PCT International Application No. _____ and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment(s) referred to above.

I acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application Number(s)	Country	Date of Filing	Priority Claimed	
			Yes	No

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below.

Application Number(s)	Filing Date

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s), or § 365(c) of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

U.S. Parent Application Number	PCT Parent Number	Parent Filing Date	Status-Patented, Pending or Abandoned

POWER OF ATTORNEY: As a named inventor, I hereby appoint as my attorneys and/or agents, with full power of substitution and revocation, to prosecute this application and transact all business in the Patent and Trademark Office connected therewith: Roland N. Smoot, Reg. No. 18,718; Conrad R. Solum, Jr., Reg. No. 20,467; James W. Geriak, Reg. No. 20,233; Robert M. Taylor, Jr., Reg. No. 19,848; Samuel B. Stone, Reg. No. 19,297; Douglas E. Olson, Reg. No. 22,798; Robert E. Lyon, Reg. No. 24,171; Robert C. Weiss, Reg. No. 24,939; Richard E. Lyon, Jr., Reg. No. 26,300; John D. McConaghy, Reg. No. 26,773; William C. Steffin, Reg. No. 26,811; Coe A. Bloomberg, Reg. No. 26,605; J. Donald McCarthy, Reg. No. 25,119; John M. Benassi, Reg. No. 27,483; James H. Shalek, Reg. No. 29,749; Allan W. Jansen, Reg. No. 29,395; Robert W. Dickerson, Reg. No. 29,914; Roy L. Anderson, Reg. No. 30,240; David B. Murphy, Reg. No. 31,125; James C. Brooks, Reg. No. 29,898; Jeffrey M. Olson, Reg. No. 30,790; Steven D. Hemminger, Reg. No. 30,755; Jerrold B. Reilly, Reg. No. 32,293; Paul H. Meier, Reg. No. 32,274; John A. Rafter, Jr., Reg. No. 31,653; Kenneth H. Ohriner, Reg. No. 31,646; Mary S. Consalvi, Reg. No. 32,212; Lois M. Kwasigroch, Reg. No. 35,579; Lawrence R. LaPorte, Reg. No. 38,948; Robert C. Laurenson, Reg. No. 34,206; Carol A. Schneider, Reg. No. 34,923; Hope E. Melville, Reg. No. 34,874; Michael J. Wise, Reg. No. 34,047; Richard J. Warburg, Reg. No. 32,327; Kurt T. Mulville, Reg. No. 37,194; Theodore S. Maceiko, Reg. No. 35,593; Bruce G. Chapman, Reg. No. 33,846; and F. T. Alexandra Mahaney, Reg. No. 37,668; Stephen S. Korniczky, Reg. No. 34,853; James P. Brogan, Reg. No. 35,833; David A. Randall, Reg. No. 37,217; Christopher A. Vanderlaan, Reg. No. 37,747; Philip K. Yu, Reg. No. 35,742; Joseph W. King, Jr., Reg. No. 35,768; Troy M. Schmelzer, Reg. No. 36,667; Daniel N. Yannuzzi, Reg. No. 36,727 and Keith Kind, Reg. No. 42,735.

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Residence, post office address, citizenship and signature of inventor(s) set forth beginning on next page.

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	POST OFFICE ADDRESS		City	State or Country	Zip Code
	FULL NAME OF INVENTOR	FIRST Name	MIDDLE Initial	LAST Name	
206	RESIDENCE & CITIZENSHIP	City	State or Foreign Country	Country of Citizenship	
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I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Signature of Inventor	201
05/11/99 <i>F. Farzmandnia</i>	
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5/11/99 <i>George C. Sneed</i>	
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Date 5/11/99	

Signature of Inventor	204
Date	
Signature of Inventor	205
Date	
Signature of Inventor	206
Date	

(Signatures should conform to names as presented at 201 et seq. above.)

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

**POWER OF ATTORNEY OR
AUTHORIZATION OF AGENT**

Application Number	09/312,064
Filing Date	5/13/1999
First Named Inventor	Farazmandnia, Farshid
Title	Apparatus and Method for Connecting a Cellular Telephone to a Universal Serial Bus
Group Art Unit	2744
Examiner Name	Not Assigned
Attorney Docket Number	02SKY103P

I hereby appoint:

☐ Practitioners at Customer Number
ORPlace Customer
Number Bar Code
Label here☒ Practitioner(s) named below:

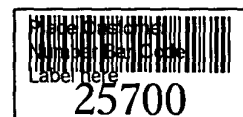
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Stephen Warhola, Esq.	43237

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please change the correspondence address for the above-identified application to:

☐ The above-mentioned Customer Number.
OR☒ Practitioners at Customer Number
OR

25700



PATENT TRADEMARK OFFICE

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I am the:

☐ Applicant/Inventor☒ Assignee of record of the entire interest. See 37 CFR 3.71.

Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).

SIGNATURE of Applicant or Assignee of Record

Name Stephen Warhola, Esq.

Signature

Date 9/20/02

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below*.

☒ *Total of 1 forms are submitted.

STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: Farazmandnia et al.Application No./Patent No.: 09/312,064 Filed/Issued Date: 5/13/1999Entitled: Apparatus and Method for Connecting a Cellular Telephone to a Universal Serial BusSkyworks Solutions, Inc., a Delaware corporation

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by, percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

- A. ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel/Frame _____, or for which a copy thereof is attached.

OR

- B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: Farshid Farazmandnia, Gerge C. Sneed and Michael O. Chandler
To: Conexant Systems, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel 009967, Frame 0582, or for which a copy thereof is attached.
2. From: Conexant Systems, Inc. To: Washington Sub, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: Washington Sub, Inc. To: Alpha Industries, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

☒ Additional documents in the chain of title are listed on a supplemental sheet.☒ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the PTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

9/29/02
Date

Stephen Warhola, Esq.

Stephen Warhola
Signature

Chief IP Counsel

Title

SUPPLEMENTAL SHEET (STATEMENT UNDER 37 CFR 3.73(b))

Applicant/Patent Owner: Farazmandnia et al.

Application No./Patent No.: 09/312,064 Filed/Issued Date: 5/13/1999

Entitled: Apparatus and Method for Connecting a Cellular Telephone to a Universal Serial Bus

Skyworks Solutions, Inc., a Delaware corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

4. From: Alpha Industries, Inc. To: Skyworks Solutions, Inc.

The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

Tab	Case Number	App Title	Status	App Number	Filing Date	Pat Number	Issue Date	Comment
16	95E071	Extended Time Tracking and Peak Energy In-Window Demodulation for Use in a Direct Sequence Spread Spectrum System	Granted	08/568,053	08-Dec-1995	5,778,022	07-Jul-1998	
17	95E072	Variable Digital Automatic Gain Control in a Cordless Direct Sequence Spread Spectrum Telephone	Granted	08/568,161	08-Dec-1995	5,764,689	09-Jul-1998	
18	95E080	Method and Apparatus for Signal Quality Estimation in a Direct Sequence Spread Spectrum	Granted	09/348,491	08-Jan-2000	6,301,287	09-Oct-2001	
19	98E006	Ultra-Clean Voltage Power Supply Generator	Granted	08/892,444	14-Jul-1997	6,049,724	11-Apr-2000	242/351
20	97RSS036	An LC-VCO Charge-Pump and Loop-Filter Architecture for Improved Noise-Immunity in Integrated Phase-Locked Loops	Granted	08/409,508	30-Sep-1999	6,281,758	28-Aug-2001	
21	97RSS053	Timing Estimation in Mobile Communication Systems Using Parabolic Interpolator	Granted	09/163,640	30-Sep-1998	6,219,345	17-Apr-2001	
22	97RSS080	A Method and an Apparatus for Positioning System Assisted Cellular Radiotelephone Handoff and Dropoff	Granted	09/025,982	19-Feb-1998	6,327,471	04-Dec-2001	
23	97RSS081	Cellular Radiotelephone Having Answering Machine/Voice Memo Capability with Parameter-Based Speech Compression and Decompression	Granted	09/026,619	20-Feb-1998	6,240,299	29-May-2001	
24	97RSS064	A Transistor Having a Novel Layout and an Emitter Having More Than One Feed Point	Granted	08/126,301	30-Jul-1998	6,236,071	22-May-2001	
25	97RSS086	Voltage Upconverter for Portable Time Divisional Multiple Access Radio	Granted	09/047,242	24-Mar-1998	6,078,167	20-Jun-2000	
26	97RSS100	Method and Apparatus for Automatic Gain Control With Improved Response Time and Stability	Granted	09/036,397	08-Mar-1998	6,037,834	14-Mar-2000	
27	97RSS105	Universal Radio Architecture for Low-Tier Personal Communication System	Granted	08/348,359	30-Nov-1994	5,648,985	15-Jul-1997	PCSI P035US Exhibit 2

Tab	Case Number	App Title	Status	App Number	File Date	Pat Number	Issue Date	Comment
84	98RSS238	Phase/Frequency Detector with Time-Delayed Inputs in a Charge Pump Based Phase Locked Loop and a Method for Enhancing the Phase Locked Loop Gain	Granted	09/383,779	29-Jul-1999	6,147,561	14-Nov-2000	
85	98RSS255	Phase Lock Loop Used as Up Converter and for Reducing Phase Noise of an Output Signal	Granted	09/405,749	30-Sep-1999	6,255,912	03-Jul-2001	
86	98RSS259	Gated delay-locked loop for clock generation applications	Granted	09/302,755	30-Apr-1999	6,208,183	27-Mar-2001	
87	98RSS261	source-switched or gate-switched charge pump having cascaded output	Granted	09/302,666	30-Apr-1999	6,160,432	12-Dec-2000	
88	98RSS267	Fully Integrated Broadband RF Voltage Amplifier with Enhanced Voltage Gain and Method	Granted	09/405,766	27-Sep-1999	6,265,944	24-Jul-2001	
89	98RSS268	Low Noise Low Power Charge Pump System for Phase Lock Loop	Granted	09/405,752	27-Sep-1999	6,215,363	10-Apr-2001	
90	98RSS271	System and Process for Shared Functional Block Communication Transceivers With GPS Capability	Granted	09/256,450	23-Feb-1999	6,208,844	27-Mar-2001	
91	98RSS280	Power Amplifier Driver System for Wireless Handset	Granted	09/328,927	09-Jun-1999	6,339,361	15-Jan-2002	
92	98RSS285	Power Amplification Using A Direct-Converting Quadrature Mixer Topology	Granted	09/318,482	25-May-1999	6,307,894	23-Oct-2001	
93	98RSS286	Envelope Peak and Trough Limiting to Improve Amplifier Efficiency and Distortion Characteristics	Granted	09/318,529	25-May-1999	6,242,975	05-Jun-2001	
94	98RSS304	Phase-Locked Loop Having Temperature-Compensated Bandwidth Control	Granted	09/314,898	18-May-1999	6,211,743	03-Apr-2001	
95	98RSS307	Log-Domain Filter Having a Variable Dynamic Range Window	Granted	09/322,401	28-May-1999	6,262,623	17-Jul-2001	24/10/01

Tab	Case Number	App Title	Status	App Number	File Date	Pat Number	Issue Date	COMMENT
96	98RSS319	Six Inverting Amplifier Transconductance Stage and Methods for its Use	Granted	09/385,225	27-Aug-1998	6,191,655	20-Feb-2001	
97	98RSS338	Method and Apparatus for Extending a VCO Tuning Range	Granted	08/498,378	03-Feb-2000	6,204,734	20-Mar-2001	
98	99RSS005	A Method and Apparatus for Improving RF Contact Positioning in an RF Test Socket	Granted	09/360,586	26-Jul-1999	6,227,878	08-May-2001	
99	99RSS015	Power Amplifier Operated as an Envelope Digital to Analog Converter with Digital Pre-Distortion	Granted	08/410,216	30-Sep-1999	6,255,906	03-Jul-2001	
100	99RSS025	System and Method For Variable Gain Coder-Decoder	Granted	09/378,325	20-Aug-1999	6,252,528	26-Jun-2001	
101	99RSS042	Differential Oscillator	Granted	09/388,957	25-Aug-1999	6,249,190	19-Jun-2001	21/2/259
102	99RSS088	Peer-To-Peer Data Transfer Using Pre-Existing Caller ID Class FSK Signaling Infrastructure	Granted	09/328,048	08-Jun-1999	6,304,842	16-Oct-2001	
103	99RSS220	Method and Apparatus for Code Error Correction	Granted	08/131,078	01-Oct-1993	5,481,700	13-Feb-1998	PCSI P013US Exhibit 2
104	99RSS354	Apparatus and Method for Increasing Data Transmission Rate Over Wireless Communication Systems Using Spectral Shaping	Granted	099,080	28-Jul-1993	5,386,590	31-Jan-1995	
105	99RSS355	Apparatus and Method For Increasing Data Transmission Rate Over Wireless Communication Systems Using Spectral Shaping	Granted	147,148	03-Nov-1993	5,507,033	09-Apr-1996	
106	99RSS356	Apparatus and Method for Compensating for Limiter Induced Non-Linear Distortion in a Wireless Data Communication System	Granted	198,085	17-Feb-1994	5,533,048	02-Jul-1996	
107	99RSS357	Method of Internal Interference Cancellation in TDMA Receiver	Granted	09/495,993	01-Feb-2000	6,259,752	10-Jul-2001	

98RSS088	Multi-Line Recording Device Having Reduced Processing and Storage Requirements	Pending	09/163,263	28-Sep-1998		236/112
98RSS097	Wireless Communications Device Allowing a Soft Handoff Procedure in a Mobile Communications System	Pending	09/342,165	28-Jun-1999		
98RSS112	Dynamic Range Reduction Circuitry for a Digital Communications Receiver	Pending	09/159,328	23-Sep-1998		
98RSS121	Frequency Hopping Spread Spectrum Modulation and Direct Sequence Spread Spectrum Modulation Cordless Telephone	Pending	09/137,198	20-Aug-1998		
98RSS165	A Method to Generate a Secure Wireless Link Between a Handset and Basestation in a Cordless Phone System Without Any Wired Connection ...	Pending	09/216,380	18-Dec-1998		
98RSS177	Method and Apparatus for Saving Power During Punctured Transmission of Mobile Communications	Pending	09/205,523	03-Dec-1998		
98RSS179	System and Method for Selecting Amplifiers in a Communications Device	Pending	09/222,063	28-Dec-1998		
98RSS180	System and Method for Selectively Interconnecting Amplifiers in a Communications Device	Pending	09/222,672	29-Dec-1998		
98RSS180	System and Method for Selectively Interconnecting Amplifiers in a Communications Device	Pending		23-Oct-2001		
98RSS189	Secondary Automatic Gain Control Loops for Direct Conversion CDMA Receivers	Pending	09/382,882	25-Aug-1999		
98RSS201	System and Process for Shared Functional Block CDMA and GSM Communication Transceivers	Pending	09/298,315	23-Apr-1999		
98RSS207	Method and System Which Uses Sound Wave Based Communication to Generate A Secure Wireless Link Between A Handset and Base Station	Pending	09/216,086	18-Dec-1998		
98RSS257	Programmable relaxation oscillator	Pending	09/302,754	30-Apr-1999		
98RSS276	System and Method for Amplifying a Cellular Radio Signal	Pending	09/408,754	30-Sep-1999		
98RSS280	Power Amplifier Driver System for Wireless Handset	Pending	09/328,927	09-Jun-1999		
98RSS283	Method and Apparatus for Filter Selection From Frequency Synthesizer	Pending	09/392,825	09-Sep-1999		

98RSS291	Mixer Circuit with On-Chip Transformer	Pending	09/371,311	10-Aug-1999		
98RSS321	Dual Tune Input-Integrated VCO on a Chip	Pending	09/706,921	06-Nov-2000		
98RSS347	Performance Improvement of Internet Protocols Over Wireless Connections	Pending	09/375,607	17-Aug-1999		2402/140
98RSS350	Programmable Frequency Divider	Pending	09/370,099	06-Aug-1999		
98RSS350	Frequency Divider with Low Harmonics	Pending	09/821,833	30-Mar-2001		
98RSS351	Packaging of Surface Acoustic Wave (SAW) Filters on a Multi Chip Module	Pending	09/455,108	06-Dec-1999		
98RSS396	Multi-Band Transceiver Having Multi-Slot Capability	Pending	09/387,038	31-Aug-1999		
98RSS012	System and Method for Cordless Telephonic Communication	Pending	09/758,039	05-Jan-2001		2462/357
98RSS025	System and Method For Variable Gain Coder-Decoder	Pending	09/845,840	30-Apr-2001		
98RSS030	Multi-Band Filter System For Wireless Communication Receiver	Pending	09/330,646	11-Jun-1999		
98RSS032	Differential Oscillator	Pending	09/675,239	29-Sep-2000		
98RSS037	System and Method for Receiving Analog and Digital Signals	Pending	09/383,122	25-Aug-1999		
98RSS057	A Method to Combine the Detection of Stutter Dial Tone and VMWI FSK Signals Integrated Within a Telephone	Pending	09/299,202	23-Apr-1999		2402/109
98RSS065	Direct Conversion Receiver	Pending	09/260,919	02-Mar-1999		
98RSS065	Direct Conversion Receiver	Pending	09/386,865	31-Aug-1999		
98RSS069	Peer-to-Peer Data Transfer Using Pre-existing Caller ID Class FSK Signaling Infrastructures	Pending	09/363,989	16-Jul-1999		
98RSS077	Local Area Internet Radio Receiver/Transmitter	Pending	09/407,149	28-Sep-1999		
98RSS078	System for Controlling a Class D Amplifier	Pending	09/814,196	21-Mar-2001		
98RSS082	System and Process for Supporting Multiple Wireless Standards With a Single Circuit Architecture	Pending	09/410,138	30-Sep-1999		
98RSS083	System for Using Adaptive Circuitry To Improve Performance and Provide Linearity and Dynamic Range on Demand	Pending	09/881,932	15-Jun-2001		

99RSS085	Avoiding Interference from a Potentially Interfering Transmitter in a Wireless Communication	Pending	09/394,189	13-Sep-1999		
99RSS085	Wireless Communications System Utilizing Directional Wireless Communication Device	Pending	09/821,110	29-Mar-2001		
99RSS086	Cellular Handset with Adjustable Analog to Digital Conversion	Pending	09/410,205	30-Sep-1999		
99RSS088	preprocessor and related frequency translator	Pending	09/261,056	02-Mar-1999		
99RSS096	preprocessor and related frequency translator	Pending	09/386,956	27-Aug-1999		
99RSS102	Direct Sequence Spread Spectrum System with Enhanced Forward Error Correction Code Feature	Pending	09/427,041	19-Oct-1999		
99RSS116	System and Method for Achieving Wireless Communications Coverage in a Local Area	Pending	09/409,297	29-Sep-1998		242/233
99RSS130	Hands-Free Activation of a Personal Communication Device	Pending	09/398,909	15-Sep-1999		242/260
99RSS136	Simple Dual Band Multi Time Slot Receiver Architecture	Pending	09/392,355	08-Sep-1999		
99RSS138	System of and Method for Compensating a Baseband Signal to Reduce Third Order Modulation Distortion	Pending	09/515,538	29-Feb-2000		
99RSS161	A Novel Technique for Generation of Phase/Frequency Modulated Signals	Pending	09/398,911	14-Sep-1999		
99RSS172	A Balun Circuit for Combining Differential Power Amplifier Outputs	Pending	09/388,863	31-Aug-1999		
99RSS174	A GmC Filter and Method for Suppressing Unwanted Signals Introduced by the Filter	Pending	09/663,848	18-Sep-2000		
99RSS199	Method and Apparatus for Multiple Phase Splitting for Dual Band IQ Subharmonic Mixer	Pending	09/506,302	17-Feb-2000		
99RSS213	Dynamically Varying Linearity System for an RF Front-End of a Communication Device	Pending	09/811,082	16-Mar-2001		
99RSS232	Smart Current System for Dynamically Varying the Operating current of a Frequency Source in a Receiver	Pending	09/793,744	26-Feb-2001		
99RSS297	System of and Method for Reducing or Eliminating the Unwanted Sideband in the Output of a Transmitter Comprising a Quadrature Modulator Followed by a	Pending	09/514,501	29-Feb-2000		

99RSS301	Translational Loop DMA Channel for High-Speed Asynchronous Data Transfer	Pending	09/550,852	17-Apr-2000		
99RSS305	Doherty Power Amplifier With Integrated Quarter Wave Transformer/Combiner Circuit	Pending	09/761,100	16-Jan-2001		
99RSS310	System of and Method for Reducing or Eliminating the Unwanted Sideband In a Signal Derived from the Output of a Quadrature Modulator	Pending	09/515,633	29-Feb-2000		
99RSS313	System for Associating User Selectable Information in Wireless Devices	Pending	09/842,601	26-Apr-2001		
99RSS316	Power Amplifier Saturation Detection and Compensation	Pending	09/651,801	30-Aug-2000		
99RSS358	Low-Power Method of Interference Cancellation in GSM Receiver	Pending	09/634,081	08-Aug-2000		
99RSS359	Signal Detector With Echo Cancellation	Pending	09/792,816	23-Feb-2001		
99RSS386	High Efficiency Multiple Power Level Amplifier	Pending	09/686,440	10-Oct-2000		
99RSS397	Non-Linear Transistor Circuits with Thermal Stability	Pending	09/871,517	31-May-2001		
99RSS401	System for Using a Local Wireless Network to Control a Device Within Range of the Network	Pending	09/658,729	11-Sep-2000		249/295
99RSS404	System For Eight Phase 45 Degree Polyphase Filter With Amplitude Matching	Pending	09/666,501	18-Sep-2000		
99RSS405	Polyphase Tuning for Phase Calibration	Pending	09/823,299	30-Mar-2001		
99RSS410	Stacked Core Half-LO Mixer	Pending	09/668,879	25-Sep-2000		
99RSS422	Temperature Compensation Module	Pending	09/712,771	13-Nov-2000		
99RSS426	Trap and Patch System for Virtual Replacement of Defective Volatile Memory Cells	Pending	09/671,401	27-Sep-2000		
99RSS429	Zero-Overhead Symbol Rate Adaptation System for QVSF Code	Pending	09/718,985	22-Nov-2000		
99RSS461	Programmable Silent Ringing System for Communication Systems	Pending	09/650,543	30-Aug-2000		
99RSS468	System and Apparatus for a Direct Conversion Receiver and Transmitter	Pending	09/621,407	21-Jul-2000		

99RSS133	Apparatus and Method for Connecting a Cellular Telephone to a Universal Serial Bus	Pending	09/312,064	13-May-1999	241/100
99RSS339 (PTD)	Electrical Contact for Compound Semiconductor Device and Method For Forming Same	Pending	09/675,023	28-Sept-2000	
99RSS385 (PTD)	Electrical Contact for Compound Semiconductor Device & Method for Forming Same	Pending	09/580,323	26-May-2000	
00CXT0289T (PTD)	Modified HBT Collector Design for Increased Robustness	Pending	10/034,880	26-Dec-2001	
99RSS143 (PTD)	Electrostatic Discharge Protection Circuit	Pending	09/519,214	3-Mar-2001	
99RSS081 (PID)	Critical Path Adaptive Power Control	Pending	09/814,921	22-Mar-2001	
97RSS475	Polarization-Adaptive Antenna Transmit Diversity System	Pending	09/103,417	24-Jun-1998	
97RSS477	Using Channel Loading Statistics to Determine Whether to Search for a New Channel in a Wireless Communication System	Pending	09/201,076	30-Nov-1998	
98RSS173	Muting Method for ADPCM Coded Speech Signal Without Performance Critical Threshold Comparisons	Pending	09/234,243	20-Jan-1999	231/518
98RSS284	Efficient Accurate Controller for Envelope Feedforward Power Amplifiers	Pending	09/409,818	30-Sep-1999	
99RSS133	Apparatus and Method for Connecting a Cellular Telephone to a Universal Serial Bus	Pending	09/312,064	13-May-1999	
99RSS292	Device-Independent Interface for Embedded Telephone Applications to a Wireless Spread-Spectrum Link and Audio Processor	Pending	09/479,127	07-Jan-2000	
00CXT0430I/W (PID)	System and Method for Processing Audio and Video Data in a Wireless Handset	Pending	09/631,511	03-Aug-2000	
00CXT0431I/W (PID)	System and Method for Processing Audio and Video Data in a Wireless Handset	Pending	09/631,508	03-Aug-2000	
96E005/1	Pre-Quantization in Motion Compensated Videocoding	Pending	09/828,535	06-Apr-2001	

Delaware

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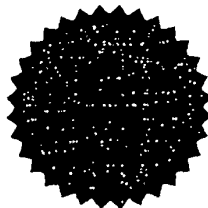
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WASHINGTON SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALPHA INDUSTRIES, INC." UNDER THE NAME OF
"ALPHA INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2002, AT 8
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF
JUNE, A.D. 2002, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



0588101 8100M

020408792

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1850260

DATE: 06-25-02

CERTIFICATE OF MERGER
OF
WASHINGTON SUB, INC.
WITH AND INTO
ALPHA INDUSTRIES, INC.

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

Alpha Industries, Inc., a Delaware corporation (the "Corporation"), does
hereby certify:

FIRST: The names and states of incorporation of the constituent
corporations to this merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Alpha Industries, Inc.	Delaware
Washington Sub, Inc.	Delaware

SECOND: The Agreement and Plan of Reorganization dated as of
December 16, 2001, as amended as of April 12, 2002 (the "Agreement") by and among
Conexant Systems, Inc., Washington Sub, Inc. and the Corporation, providing for, among
other things, the merger of Washington Sub, Inc. with and into the Corporation has been
approved, adopted, certified, executed and acknowledged by each of the constituent
corporations in accordance with the requirements of Section 251 of the General
Corporation Law of the State of Delaware.

THIRD: The Corporation shall be the surviving corporation of the merger
under the name "Alpha Industries, Inc." (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation
shall be amended to read in its entirety as set forth on Exhibit A attached hereto until
thereafter changed, or amended as provided therein or by applicable law.

FIFTH: The executed Agreement is on file at an office of the Surviving
Corporation, the address of which is 20 Sylvan Road, Woburn, Massachusetts 01801. A
copy of the Agreement will be provided by the Surviving Corporation, upon request and
without cost, to any stockholder of either constituent corporation.

SIXTH: This Certificate of Merger shall become effective at 11:59 p.m.
Eastern Time on June 25, 2002.

06/25/2002 08:13

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed in its corporate name this 25th day of June, 2002.

ALPHA INDUSTRIES, INC.

By /s/ Paul E. Vincent
Name: Paul E. Vincent
Title: Vice President, Chief Financial
Officer, Treasurer and
Secretary

EXHIBIT A**RESTATED CERTIFICATE OF INCORPORATION
OF ALPHA INDUSTRIES, INC.,
AS AMENDED**

FIRST: The name of the Corporation is

Alpha Industries, Inc.

SECOND: The Corporation's registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The name and address of its registered agent is The Prentice-Hall Corporation System, Inc., 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on, are: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 550,000,000, of which (i) 525,000,000 shares of the par value of \$.25 each are to be of a class designated Common Stock (the "Common Stock") and (ii) 25,000,000 shares without par value are to be of a class designated Preferred Stock (the "Preferred Stock").

In this Article Fourth, any reference to a section or paragraph, without further attribution, within a provision relating to a particular class of stock is intended to refer solely to the specified section or paragraph of the other provisions relating to the same class of stock.

COMMON STOCK

The Common Stock shall have the following voting powers, designations, preferences and relative, participating, optional and other special rights, and qualifications, limitations or restrictions thereof:

1. **Dividends.** Subject to the rights of the holders of Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive such dividends and distributions in equal amounts per share, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

2. **Rights on Liquidation.** In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after the payment to creditors and the payment or setting apart for payment to the holders of any outstanding Preferred Stock of the full preferential amounts to which such holders are entitled as herein provided or referred to, all of the remaining assets of the Corporation shall belong to and be distributable in equal amounts per share to the holders of the Common Stock. For purposes of this paragraph 2, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease of all or substantially all its assets shall not constitute or be deemed a liquidation, dissolution or winding-up of the Corporation.

3. **Voting.** Except as otherwise provided by the laws of the State of Delaware or by this Article Fourth, each share of Common Stock shall entitle the holder thereof to one vote.

PREFERRED STOCK

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) the designation of the series, which may be by distinguishing number, letter or title;
- (b) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);
- (c) whether dividends, if any, shall be cumulative or noncumulative and the dividend rate of the series;
- (d) the dates at which dividends, if any, shall be payable;
- (e) the redemption rights and price or prices, if any, for shares of the series;
- (f) the terms and amount of any sinking fund provided for the purchase or redemption of shares of the series;

(g) the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(h) whether the shares of the series shall be convertible into shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion price or prices or rate or rates, any adjustments thereof, the date or dates as of which such shares shall be convertible and all other terms and conditions upon which such conversion may be made;

(i) restrictions on the issuance of shares of the same series or of any other class or series; and

(j) the voting rights, if any, of the holders of shares of the series; provided, that, except as otherwise provided by the laws of the State of Delaware, no share of Preferred Stock of any series shall be entitled to more than one vote per share of Preferred Stock.

Except as may be provided in this Certificate of Incorporation or in a Preferred Stock Designation, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Fourth as one class of stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total

number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption). At the 1983 annual meeting of stockholders, the directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 1984 annual meeting of stockholders, the term of office of the second class to expire at the 1985 annual meeting of stockholders and the term of office of the third class to expire at the 1986 annual meeting of stockholders. At each annual meeting of stockholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, unless, by reason of any intervening changes in the authorized number of directors, the board shall designate one or more of the then expiring directorships as directorships of another class in order more nearly to achieve equality of number of directors among the classes.

Notwithstanding the rule that the three classes shall be as nearly equal in number of directors as possible, in the event of any change in the authorized number of directors, each director then continuing to serve as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal. If any newly created directorship may, consistently with the rule that the three classes shall be as nearly equal in number of directors as possible, be allocated to one of two or more classes, the Board of Directors shall allocate it to that of the available classes whose term of office is due to expire at the earliest date following such allocation.

Vacancies resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been elected expires. No decrease in the number of authorized directors shall shorten the term of any incumbent director.

Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock, as provided herein or in any Preferred Stock Designation, to elect additional directors under specific circumstances, any director may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Seventh as one class of stock.

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this paragraph, directly or by adoption of an inconsistent provision of this Certificate of Incorporation, by the stockholders of the Corporation shall be effective with respect to any cause of action, suit, claim or other matter that, but for this paragraph, would accrue or arise prior to such repeal or modification.

EIGHTH: Unless otherwise determined by the Board of Directors, no holder of stock of the Corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation of the Corporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issue thereof.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of the General Corporation Law of the State of Delaware (the "GCL") or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of the GCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH:

1. **Amendment of Certificate of Incorporation.** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner hereafter set forth, and all rights conferred upon stockholders herein are granted subject to this reservation.

- A. Except as provided in paragraphs 1(B) and (2) of this Article Tenth and in Article Eleventh, any provision of this Certificate of Incorporation may be amended, altered, changed or repealed in the manner now or hereafter prescribed by the statutes of the State of Delaware.
- B. Notwithstanding any of the provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of holders of any particular class or series of stock of the Corporation required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least the following percentages of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock, shall be required to amend, alter, change or repeal, or to adopt any provisions inconsistent with, the indicated provisions of this Certificate of Incorporation:
 - (i) 80% in the case of Article Seventh or Article Thirteenth; and
 - (ii) 90% in the case of Article Twelfth.

The foregoing paragraphs 1(B)(i) and (ii) of this Article Tenth may not be amended so as to alter the stockholder vote required by either such paragraph or to adopt any provisions inconsistent with these provisions, except by an amendment that is itself approved by the affirmative vote of the holders of at least the percentage of all shares of all classes of stock of the Corporation as is required to amend the provision or provisions of this Certificate of Incorporation to which such amendment relates.

2. **By-laws.** The Board of Directors is expressly authorized to adopt, alter, amend and repeal the By-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or of the Certificate of Incorporation of the Corporation, subject to the power of the holders of capital stock of the Corporation to adopt, alter or repeal the By-laws made by the Board of Directors; *provided*, that any such adoption, amendment or repeal by stockholders shall require the affirmative vote of the holders of at least 66 2/3% of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock. This paragraph 2 of Article Tenth may not be amended so as to alter the stockholder vote specified hereby, nor may any provisions inconsistent with these provisions be adopted, except by an amendment that is itself approved by the affirmative vote of the holders of at least 66 2/3% of

the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock.

ELEVENTH:

1. Except as set forth in paragraph 2 of this Article Eleventh, the affirmative vote or consent of the holders of 80% of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article as one class, shall be required (a) for the adoption of any agreement for the merger or consolidation of the Corporation with or into any Other Corporation (as hereinafter defined), or (b) to authorize any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all of the assets of the Corporation or any Subsidiary (as hereinafter defined) to any Other Corporation, or (c) to authorize the issuance or transfer by the Corporation of any Substantial Amount (as hereinafter defined) of securities of the Corporation in exchange for the securities or assets of any Other Corporation. Such affirmative vote or consent shall be in addition to the vote or consent of the holders of the stock of the Corporation otherwise required by law, the Certificate of Incorporation of the Corporation or any agreement or contract to which the Corporation is a party.

2. The provisions of paragraph 1 of this Article Eleventh shall not be applicable to any transaction described therein if such transaction is approved by resolution of the Board of Directors of the Corporation; *provided that* a majority of the members of the Board of Directors voting for the approval of such transaction were duly elected and acting members of the Board of Directors prior to the time any such Other Corporation may have become a Beneficial Owner (as hereinafter defined) of 5% or more of the shares of stock of the Corporation entitled to vote for the election of directors.

3. For the purposes of paragraph 2 of this Article, the Board of Directors shall have the power and duty to determine for the purposes of this Article Eleventh, on the basis of information known to such Board, if and when any Other Corporation is the Beneficial Owner of 5% or more of the outstanding shares of stock of the Corporation entitled to vote for the election of directors. Any such determination shall be conclusive and binding for all purposes of this Article Eleventh.

4. As used in this Article Eleventh, the following terms shall have the meanings indicated:

"Other Corporation" means any person, firm, corporation or other entity, other than a subsidiary of the Corporation.

"Subsidiary" means any corporation in which the Corporation owns, directly or indirectly, more than 50% of the voting securities.

"Substantial Amount" means any securities of the Corporation having a then fair market value of more than \$500,000.

An Other Corporation (as defined above) shall be deemed to be the "Beneficial Owner" of stock if such Other Corporation or any "affiliate" or "associate" of such Other Corporation (as those terms are defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934 (15 U.S.C. 78aaa *et seq.*), as amended from time to time), directly or indirectly, controls the voting of such stock or has any options, warrants, conversion or other rights to acquire such stock.

5. This Article Eleventh may not be amended, revised or revoked, in whole or in part, except by the affirmative vote or consent of the holders of 80% of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Eleventh as one class of stock.

TWELFTH:

1. The following definitions shall apply for the purpose of this Article Twelfth only:

A. "Announcement Date" shall mean the date of first public announcement of the proposal of a Business Combination.

B. "Business Combination" shall mean:

- (i) any merger or consolidation of the Corporation or any Subsidiary with (a) any Related Person, or (b) any other corporation (whether or not itself a Related Person) which is, or after such merger or consolidation would be, an Affiliate of a Related Person; or
- (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Related Person or any Affiliate of any Related Person of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$500,000 or more; or
- (iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Related Person or any Affiliate of any Related Person in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$500,000 or more; or
- (iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Related Person or any Affiliate of any Related Person; or

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- (v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving the Related Person) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Related Person or any Affiliate of any Related Person.
- C. "Consideration Received" shall mean the amount of cash and the Fair Market Value, as of the Consummation Date, of consideration other than cash received by the stockholder. In the event of any Business Combination in which the Corporation survives, the consideration other than cash shall include shares of any class of outstanding Voting Stock retained by the holders of such shares.
- D. "Consummation Date" shall mean the date upon which the Business Combination is consummated.
- E. "Continuing Director" shall mean any member of the Board of Directors of the Corporation who is unaffiliated with the Related Person and who was a member of the Board of Directors prior to the time that the Related Person became a Related Person, and any successor of a Continuing Director who is unaffiliated with the Related Person and is recommended to succeed a Continuing Director by a majority of the Continuing Directors then on the Board of Directors.
- F. "Determination Date" shall mean the date upon which a Related Person became a Related Person.
- G. "Exchange Act" shall mean the Securities Exchange Act of 1934 as in effect on May 1, 1983.
- H. "Fair Market Value" shall mean: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the principal United States securities exchange registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such

stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use or, if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board of Directors in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board of Directors in good faith.

- I. "Related Person" shall mean any individual, firm, corporation or other entity (other than the Corporation or any Subsidiary) which, together with its Affiliates and Associates (as such terms are defined in Rule 12b-2 under the Exchange Act) and with any other individual, firm, corporation or other entity (other than the Corporation or any Subsidiary) with which it or they have any agreement, arrangement or understanding with respect to acquiring, holding or disposing of Voting Stock, beneficially owns (as defined in Rule 13d-3 of the Exchange Act, except that such term shall include any Voting Stock which such person has the right to acquire, whether or not such right may be exercised within 60 days), directly or indirectly, more than twenty percent of the voting power of the outstanding Voting Stock.
- J. "Subsidiary" shall mean any corporation in which a majority of the capital stock entitled to vote generally in the election of directors is owned, directly or indirectly, by the Corporation.
- K. "Voting Stock" shall mean all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors.

2. In addition to the affirmative vote otherwise required by law or any provision of this Certificate of Incorporation (including without limitation Article Eleventh), except as otherwise provided in paragraph 3, any Business Combination shall require the affirmative vote of the holders of 90% of all Voting Stock, voting together as a single class.

Such affirmative vote shall be required notwithstanding any other provision of this Certificate of Incorporation or any provision of law or of any agreement with any national securities exchange which might otherwise permit a lesser vote or no vote, and such affirmative vote shall be required in addition to any affirmative vote

of the holders of any particular class or series of the Voting Stock required by law or by this Certificate of Incorporation.

3. The provisions of paragraph 2 of this Article Twelfth shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law, any other provision of this Certificate of Incorporation (including Article Eleventh), or any agreement with any national securities exchange, if, in the case of a Business Combination that does not involve any Consideration Received by the stockholders of the Corporation, solely in their respective capacities as stockholders of the Corporation, the condition specified in the following paragraph A is met, or, in the case of any other Business Combination, the conditions specified in either of the following paragraphs A and B are met:

A. The Business Combination shall have been approved by a majority of the Continuing Directors, it being understood that this condition shall not be capable of satisfaction unless there is at least one Continuing Director.

B. All of the following conditions shall have been met:

- (i) The form of the Consideration Received by holders of shares of a particular class of outstanding Voting Stock shall be in cash or in the same form as the Related Person has paid for shares of such class of Voting Stock within the two-year period ending on and including the Determination Date. If, within such two-year period, the Related Person has paid for shares of any class of Voting Stock with varying forms of consideration, the form of Consideration Received per share by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock acquired by the Related Person within such two-year period.
- (ii) The aggregate amount of Consideration Received per share by holders of each class of Voting Stock in such Business Combination shall be at least equal to the higher of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to every such class of Voting Stock outstanding, whether or not the Related Person has previously acquired any shares of that particular class of Voting Stock):
 - (a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees)

paid by the Related Person for any shares of that class of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date or in the transaction in which it became a Related Person, whichever is higher; or

- (b) the Fair Market Value per share of such class of Voting Stock on the Announcement Date; or
 - (c) in the case of any class of preferred stock, the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.
- (iii) After such Related Person has become a Related Person and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding preferred stock; (b) there shall have been (I) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (II) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Related Person shall have not become the beneficial owner of any newly issued share of Voting Stock directly or indirectly from the Corporation except as part of the transaction which results in such Related Person becoming a Related Person.
- (iv) After such Related Person has become a Related Person, such Related Person shall not have received the benefit, directly or indirectly (except proportionately, solely in such Related Person's capacity as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

- (v) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Exchange Act and the rules and regulations thereunder (or any subsequent provisions replacing such act, rules or regulations) shall be mailed to all stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to the Exchange Act or subsequent provisions). Such proxy or information statement shall contain on the front thereof, prominently displayed, any recommendation as to the advisability or inadvisability of the Business Combination which the Continuing Directors, or any of them, may have furnished in writing to the Board of Directors.

4. A majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any determination is to be made by the Board of Directors) shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article Twelfth including, without limitation, (1) whether a person is a Related Person, (2) the number of shares of Voting Stock beneficially owned by any person, (3) whether the applicable conditions set forth in paragraph (2) of Section C have been met with respect to any Business Combination, and (4) whether the assets which are the subject of any Business Combination or the Consideration Received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination have an aggregate Fair Market Value of \$500,000 or more.

5. Nothing contained in this Article Twelfth shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

THIRTEENTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

Delaware

PAGE 1

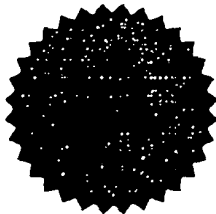
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SKYWORKS SOLUTIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALPHA INDUSTRIES, INC." UNDER THE NAME OF
"SKYWORKS SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2002, AT 8:30
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY
OF JUNE, A.D. 2002, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0588101 8100M

AUTHENTICATION: 1850289

020408938

DATE: 06-25-02

CERTIFICATE OF OWNERSHIP AND MERGER
OF
SKYWORKS SOLUTIONS, INC.
WITH AND INTO
ALPHA INDUSTRIES, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Alpha Industries, Inc., a Delaware corporation (the "Company"), pursuant
to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"),
hereby certifies as follows:

1. The Company owns all of the issued and outstanding common stock, par value \$.01 per share, of Skyworks Solutions, Inc., a Delaware corporation (the "Subsidiary"), which is the only outstanding class of capital stock of the Subsidiary.
2. On June 13, 2002, the Board of Directors of the Company unanimously adopted resolutions, substantially in the form attached as Exhibit A hereto, authorizing the merger of the Subsidiary with and into the Company pursuant to Section 253 of the DGCL (the "Merger"), with the Company surviving the Merger. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
3. The Company, as the sole stockholder of the Subsidiary, has approved the Merger pursuant to Section 253 of the DGCL.
4. This Certificate of Ownership and Merger shall become effective at, and the effective date of the Merger shall be, 8:00 a.m., Eastern Time, on June 26, 2002.
5. Upon the effective date of the Merger, the name of the Company, as the corporation surviving the Merger, shall be changed to "Skyworks Solutions, Inc."

6. Upon the effective date of the Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read: "FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'" Except as set forth in this Section 6 of this Certificate of Ownership and Merger, the Restated Certificate of Incorporation, as amended, of the Company shall remain unamended.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, Alpha Industries, Inc. has caused this
Certificate of Ownership and Merger to be executed in its corporate name this 25th day of
June, 2002.

ALPHA INDUSTRIES, INC.

By: /s/ Paul E. Vincent
Name: Paul E. Vincent
Title: Vice President, Chief Financial Officer,
Treasurer and Secretary

Exhibit A

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Skyworks Solutions, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Subsidiary"); and

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company and its stockholders that, following the effective time of the merger of the Company with the wireless business of Conexant (the "Effective Time"), the Company effect a merger (the "Short Form Merger") of Subsidiary with and into the Company, with the Company surviving the Short Form Merger (the "Surviving Corporation").

NOW, THEREFORE, IT IS RESOLVED, that the Short Form Merger be, and it hereby is, approved and adopted in all respects; and further

RESOLVED, that the Company be, and it hereby is, authorized and empowered to enter into and consummate the Short Form Merger, pursuant to which, among other things, at the Effective Time of the Short Form Merger (as defined below) (i) Subsidiary will be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL") and the separate existence of Subsidiary shall thereupon cease, (ii) the name of the Surviving Corporation shall be "Skyworks Solutions, Inc."; (iii) the Restated Certificate of Incorporation, as amended, of the Company shall be the Certificate of Incorporation of the Surviving Corporation; and (iv) the Second Amended and Restated By-Laws of the Company shall be the By-Laws of the Surviving Corporation, each of such actions being hereby approved and adopted; and further

RESOLVED, that at the Effective Time of the Short Form Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read as follows:

"FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'"

; and further

RESOLVED, that, at the Effective Time of the Short Form Merger each share of common stock, par value \$0.01 per share, of Subsidiary issued and outstanding immediately prior to the

Effective Time of the Short Form Merger shall, by virtue of the Short Form Merger and without any action on the part of the holder thereof, be cancelled and cease to exist; and further

RESOLVED, that the appropriate officers of the Company be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Company, to execute and file, or cause to be filed, following the Effective Time, an appropriate Certificate of Ownership and Merger to effect the Short Form Merger with the Secretary of State of the State of Delaware in accordance with the DGCL, which Certificate of Ownership and Merger shall state the time of effectiveness of the Short Form Merger (the "Effective Time of the Short Form Merger"), and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Short Form Merger pursuant to the DGCL.

Delaware

PAGE 1

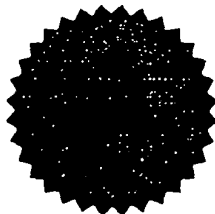
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0588101 8100M

AUTHENTICATION: 1850289

020408938

DATE: 06-25-02

06/25/2002

08:37

STATE OF DELAWARE 729 002
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 06/25/2002
020408938 - 0588101

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